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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Juda International Holdings Limited and the Offeror.*



*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 2868)**

**GET THRIVE LIMITED**

**得興有限公司**

*(incorporated in the British Virgin Islands with limited liability)*



**JUDA INTERNATIONAL HOLDINGS LIMITED**

**鉅大國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1329)**

## **JOINT ANNOUNCEMENT**

**Despatch of Composite Document  
relating to mandatory unconditional cash offer by  
The Hongkong and Shanghai Banking Corporation Limited  
on behalf of Get Thrive Limited  
to acquire all the issued shares in the issued share capital of  
Juda International Holdings Limited  
(other than those already owned and/or agreed to be acquired  
by Get Thrive Limited and/or parties acting in concert with it)**

**Financial Adviser to Get Thrive Limited**



**Independent Financial Adviser to the Independent Board Committee of  
Juda International Holdings Limited**



The Composite Document containing, among others, detailed terms of the Offer, the expected timetable in respect of the Offer, a letter from HSBC, a letter from the Board, a letter from the Independent Board Committee setting out its recommendation to the Offer Shareholders and a letter from Somerley setting out its recommendation to the Independent Board Committee in respect of the Offer and the principal factors considered by it in arriving at its recommendation, together with the Form(s) of Acceptance and Transfer will be despatched to the Offer Shareholders on 29 November 2013.

**Offer Shareholders are encouraged to read the Composite Document and the Form(s) of Acceptance and Transfer carefully, including the letter of advice from Somerley to the Independent Board Committee and the recommendation from the Independent Board Committee to the Offer Shareholders in respect of the Offer, before deciding whether to accept or reject the Offer.**

Reference is made to the announcements jointly issued by the Offeror, the Offeror Parent and the Target dated 11 November 2013 and 12 November 2013, respectively (the “**Joint Announcements**”) and the announcement of the Target dated 18 November 2013 in relation to the appointment of Somerley Limited (“**Somerley**”) as the independent financial adviser to advise the Independent Board Committee and the Offer Shareholders in respect of the Offer. Terms used herein shall have the same meanings as those defined in the Joint Announcements unless the context otherwise requires.

**DESPATCH OF THE COMPOSITE DOCUMENT**

The composite offer and response document containing, among others, detailed terms of the Offer, the expected timetable in respect of the Offer, a letter from HSBC, a letter from the Board, a letter from the Independent Board Committee setting out its recommendation to the Offer Shareholders and a letter from Somerley setting out its recommendation to the Independent Board Committee in respect of the Offer and the principal factors considered by it in arriving at its recommendation (the “**Composite Document**”), together with the Form(s) of Acceptance and Transfer will be despatched to the Offer Shareholders on 29 November 2013.

**EXPECTED TIMETABLE OF THE OFFER**

The Offer will be opened for acceptance from 29 November 2013 and will be closed at 4:00 p.m. on 20 December 2013, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code.

The following is the expected timetable of the Offer:

Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and Transfer and commencement date of the Offer ( <i>Note 1</i> ) . . . . .	Friday, 29 November 2013
Latest time and date for acceptance of the Offer ( <i>Note 2</i> ). . . . .	4:00 pm on Friday, 20 December 2013
Closing date of the Offer ( <i>Note 2</i> ) . . . . .	Friday, 20 December 2013
Announcement of the results of the Offer (or its extension or revision, if any), to be posted on the website of the Stock Exchange ( <i>Note 2</i> ). . . . .	Before 7:00 p.m. on Friday, 20 December 2013
Latest date for posting of remittances in respect of valid acceptances received under the Offer ( <i>Note 3</i> ) . . . . .	Friday, 3 January 2014

*Notes:*

1. The Offer, which is unconditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.
2. The latest time and date for acceptance will be at 4:00 p.m. on Friday, 20 December 2013 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Target will jointly issue an announcement through the websites of the Stock Exchange and the Target no later than 7:00 p.m. on Friday, 20 December 2013 stating whether the Offer has been extended, revised or has expired. In the event that the Offeror decides to revise or extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Offer Shareholders who have not accepted the Offer.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Offer Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code. Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to paragraph 4 headed "Right of Withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.

**All references to dates and times contained in this announcement refer to Hong Kong dates and times.**

**Shareholders and potential investors are strongly recommended to read this announcement together with the Joint Announcements.**

### **IMPORTANT**

**Offer Shareholders are encouraged to read the Composite Document and the Form(s) of Acceptance and Transfer carefully, including the letter of advice from Somerley to the Independent Board Committee and the recommendation from the Independent Board Committee to the Offer Shareholders in respect of the Offer, before deciding whether to accept the Offer.**

By order of the board of directors of  
**Beijing Capital Land Ltd.**  
首創置業股份有限公司  
**Liu Xiaoguang**  
*Chairman*

By order of the board of directors of  
**Juda International Holdings Limited**  
鉅大國際控股有限公司  
**Choi Lim Chi**  
*Chairman*

By order of the sole director of  
**Get Thrive Limited**  
得興有限公司  
**Ng Wai**  
*Director*

Hong Kong, 29 November 2013

*The director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Vendor, the Guarantor and the Target Group, and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than that expressed by the Vendor, the Guarantor and the Target Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*The directors of the Offeror Parent jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Vendor, the Guarantor and the Target Group, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that expressed by the Vendor, the Guarantor and the Target Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*The directors of the Target jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Offeror, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the sole director of the Offeror is Mr. Ng Wai.*

*As at the date of this announcement, the board of the Offeror Parent comprises: Mr. Liu Xiaoguang (Chairman), Mr. Tang Jun and Mr. Zhang Juxing as executive directors, Mr. Wang Hao, Mr. Shen Jianping and Mr. Zhang Shengli as non-executive directors and Mr. Li Zhaojie, Mr. Ng Yuk Keung and Mr. Wang Hong as independent non-executive directors.*

*As at the date of this announcement, the board of directors of the Target comprises Mr. Choi Lim Chi alias Mr. Cai Min Jie, Mr. Chen Fan and Mr. Lee Lit Mo Johnny as executive directors and Mr. Yan Wai Kiu (formerly known as Mr. Yan Kin Wai), Mr. Wong Kin Tak and Mr. Choi Kin Cheong as independent non-executive directors.*